

3/03/05 11:15:50
BK 107 PG 330
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

3/03/05 11:14:34
BK 2169 PG 264
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

**RELEASE OF DEED OF TRUST, SECURITY AGREEMENT AND
ASSIGNMENT OF LEASES AND RENTS
AND TERMINATION OF SUBORDINATION,
NONDISTURBANCE AND ATTORNMENT AGREEMENT**

Unit Premises #05-69
Southhaven, MS

KNOW ALL MEN BY THESE PRESENTS: That Dresdner Bank AG, a bank organized under the laws of Germany, acting through its New York Branch, with a mailing address 1301 Avenue of the Americas, New York, New York, 10019, as successor collateral agent and as mortgagee ("Mortgagee"), the owner and holder of a certain Deed of Trust, Security Agreement and Assignment of Leases and Rents executed by Fayette Funding, Limited Partnership, a Delaware limited partnership, to The Sumitomo Bank, Limited, a bank organized under the laws of Japan, acting through its New York Branch, as mortgagee, dated as of August 7, 1992 and recorded August 12, 1992, in Deed Book 597, Page 237, as assigned to Mortgagee pursuant to that certain Assignment of Deed of Trust, Security Agreement and Assignment of Leases and Rents, dated November 9, 1995 and recorded November 15, 1995, in Book 795, Page 143, both documents being recorded in the Office of the Chancery Clerk, DeSoto County, Mississippi (collectively, the "Deed of Trust"), securing the performance and payment of certain obligations more particularly described in the Deed of Trust by charging the real property described in the Deed of Trust, (and the rents, revenues, issues, income and profits thereof); located in said State and County described as follows, to wit:

See Exhibit A attached hereto and made a part hereof,

in consideration of Ten and No/100 Dollars (\$10.00), hereby releases said real property from the lien of the Deed of Trust and directs the Office of the Chancery Clerk, DeSoto County, Mississippi to discharge same of record.

Further, the undersigned agrees that effective as of the date hereof, that certain Subordination, Nondisturbance and Attornment Agreement executed by Valvoline Instant Oil Change, Inc. (predecessor in interest to Ashland Inc.) and The Sumitomo Bank, Limited (predecessor in interest to the undersigned), dated as of August 7, 1992, recorded August 14, 1992, in Deed Book 63, Page 484, in the Office of the Chancery Clerk, DeSoto County, Mississippi is hereby terminated.

WITNESS its hand this 21st day of JANUARY, 2004⁵

DRESDNER BANK AG, acting
through its New York Branch, as
Collateral Agent and as Mortgagee

By: S. Kovach

Print Name: Stephen Kovach
Vice President

Its: _____

Dominik Rohe
Associate

Attest: Paul Palo
By: Paul Palo

By: Joseph M. Mormak

Print Name: Joseph M. Mormak
Vice President

Its: _____

Dominik Rohe
Associate

Attest: Paul Palo
By: Paul Palo

Ashland Inc. hereby consents and agrees to the termination of the Subordination, Nondisturbance and Attornment Agreement referenced hereinabove.

ASHLAND INC.
By: Samuel J. Mitchell, Jr.
Print Name: Samuel J. Mitchell, Jr.

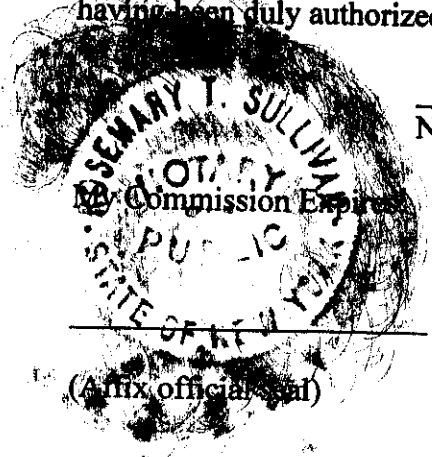
Its: Vice President

Attest: J. Michael
By: J. Michael

Asst. Secretary

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

Personally appeared before me, the undersigned authority in and for the said county and state, on this 21st day of JANUARY, 2004⁵, within my jurisdiction, the within named STEPHEN KOVACH, duly identified before me, who acknowledged that ~~he~~ he is VICE PRESIDENT of Dresdner Bank AG, acting through its New York Branch and that for and on behalf of said corporation, and its act and deed, ~~he~~ he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

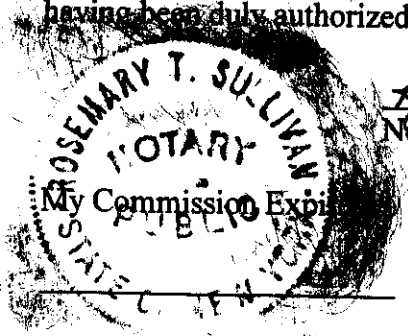


Rosemary T. Sullivan
Notary Public

ROSEMARY T. SULLIVAN
Notary Public, State of New York
No. 01SU4773573
Qualified in Queens County
Commission Expires Nov. 30, 20 06

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

Personally appeared before me, the undersigned authority in and for the said county and state, on this 21st day of JANUARY, 2004⁵, within my jurisdiction, the within named JOSEPH M. NORMAN, duly identified before me, who acknowledged that ~~he~~ he is VICE PRESIDENT of Dresdner Bank AG, acting through its New York Branch and that for and on behalf of said corporation, and its act and deed, ~~he~~ he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.



Rosemary T. Sullivan
Notary Public

ROSEMARY T. SULLIVAN
Notary Public, State of New York
No. 01SU4773573
Qualified in Queens County
Commission Expires Nov. 30, 20 06

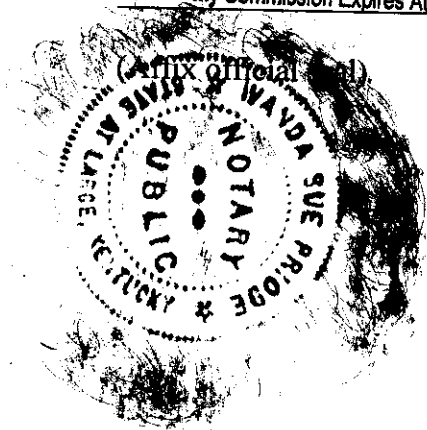
STATE OF Kentucky)COUNTY OF Fayette)

Personally appeared before me, the undersigned authority in and for the said county and state, on this 15th day of June, 2004, within my jurisdiction, the within named Samuel J. Mitchell, Jr. duly identified before me, who acknowledged that (s)he is Vice President of Ashland, Inc., a Kentucky corporation and that for and on behalf of said corporation, and its act and deed, (s)he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Wanda Sue Priode
Notary Public

My Commission Expires:

Wanda Sue Priode
My Commission Expires August 10, 2005



This Instrument Prepared By:

John M. Christian

John M. Christian, Esq.
Clifford Chance US LLP
31 West 52nd Street
New York, NY 10019

Telephone: (212) 294-6676

Susan Regis Gibson, Paralegal
LandAmerica - National Commercial Services
4111 Executive Parkway, Suite # 304
Westerville, OH 43081-3862

Grantor:

Dresdner Bank AG
c/o Dresdner Kleinwort Wasserstein
Attention: Stephen Kovach
1301 Avenue of the Americas
New York, NY 10019
Telephone: (212) 895-1774
Telephone: NA

Grantee's Name:

Fayette Funding, Limited Partnership
c/o ML Leasing Equipment Corp.
Four World Financial Center
New York, NY 10080
Telephone: (212) 294-6676
Telephone: (NA)

EXHIBIT A

LEGAL DESCRIPTION

#05-69

"AS BUILT" FINAL SURVEY OF A 0.40 ACRE (17,461 SQUARE FEET), MORE OR LESS, TRACT OF LAND KNOWN AS LOT 4B OF DIVISION OF LOT 4 OF THE MOORE 5-LOT SUBDIVISION IN SECTION 25, TOWNSHIP 1 SOUTH, RANGE 8 WEST, IN THE CITY OF SOUTHAVEN, DESOTO COUNTY, MISSISSIPPI, AS SHOWN BY THE PLAT APPEARING OF RECORD IN PLAT BOOK 40, PAGE 29, IN THE OFFICE OF THE CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A "COTTON PICKER SPINDLE" (FOUND) AT THE ACCEPTED SOUTHEAST CORNER OF SECTION 25, TOWNSHIP 1 SOUTH, RANGE 8 WEST, SAID POINT BEING THE PRESENT CENTERLINE INTERSECTION OF AIRWAYS BOULEVARD AND GOODMAN ROAD; THENCE SOUTH 89 DEGREES 27 MINUTES 36 SECONDS WEST ALONG THE CENTERLINE OF GOODMAN ROAD FOR A DISTANCE OF 777.98 FEET TO A POINT; THENCE NORTH 00 DEGREES 00 MINUTES 34 SECONDS WEST FOR A DISTANCE OF 45.00 FEET TO A FOUND IRON PIN BEING LOCATED ON THE NORTH RIGHT OF WAY LINE OF GOODMAN ROAD, SAID IRON PIN BEING ALSO THE TRUE POINT OF BEGINNING FOR THE HEREIN DESCRIBED TRACT OF LAND; THENCE NORTH 89 DEGREES 27 MINUTES 36 SECONDS EAST ALONG THE SAME SAID NORTH LINE OF GOODMAN ROAD FOR A DISTANCE OF 75.00 FEET TO A FOUND IRON PIN; THENCE NORTH 00 DEGREE 00 MINUTES 34 SECONDS WEST WITH THE WEST LINE: OF LOT 4A OF SAME SAID SUBDIVISION FOR A DISTANCE OF 232.47 FEET TO A FOUND IRON PIN; THENCE SOUTH 89 DEGREES 59 MINUTES 04 SECONDS WEST WITH THE SOUTH LINE OF LOT 5 OF FIRST REVISION TO LOTS 1, 4, & 5 OF MOORE 5-LOT SUBDIVISION FOR A DISTANCE OF 75.00 FEET TO A FOUND IRON PIN; THENCE SOUTH 00 DEGREES 00 MINUTES 34 SECONDS EAST ALONG THE EAST LINE OF 302 INDUSTRIAL PARK SUBDIVISION, 2nd REVISION, FOR A DISTANCE OF 233.16 FEET TO THE TRUE POINT OF BEGINNING CONTAINING 0.40 ACRES (17,461 SQUARE FEET), MORE OR LESS, BEING SUBJECT TO ALL CODES, REGULATIONS AND RESTRICTIONS, EASEMENTS AND RIGHTS OF WAY OF RECORD.

DIVISION OF LOT 4 OF MOORE 5-LOT SUBDIVISION IN SECTION 25, TOWNSHIP 1 SOUTH, RANGE 8 WEST , IN THE CITY OF SOUTHAVEN, DESOTO COUNTY , MISSISSIPPI, AS SHOWN BY THE PLAT APPEARING OF RECORD IN PLAT BOOK 40, PAGE 29, IN THE OFFICE OF THE CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI.